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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

HEARING DATE: 4/7/06  
AT: 10:00 A.M.

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In re:	:	
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DELPHI CORPORATION, <i>et al.</i> ,	:	Chapter 11
	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**AFFIRMATION OF HANK PARISI IN SUPPORT OF  
DEBTORS' OBJECTION TO MOTION BY OFFSHORE  
INTERNATIONAL, INC. AND MAQUILAS TETA KAWI, S.A. DE C.V.  
FOR RELIEF FROM AUTOMATIC STAY TO PERMIT SETOFF OF CLAIMS**

HANK PARISI, affirms under penalty of perjury as follows:

1. I am a Comptroller for Delphi Automotive Systems, L.L.C. ("Delphi Automotive"), debtor and debtor-in-possession in the above-captioned chapter 11 cases. I am familiar with the Debtor's operations and its process of supplier payments. I have held this Comptroller position in Delphi Automotive since 2001 and have worked in the automotive industry in a financial position for over 25 years. I have a Bachelor of Science degree in Accounting from Youngstown

State University and a Masters in Business Administration from the University of Phoenix.

2. I have personal knowledge of the facts stated in this Affirmation. I have reviewed Debtors' Objection to Motion by Offshore International, Inc. and Maquilas Teta Kawi, S.A. de C.V. for Relief from Automatic Stay to Permit Setoff of Claims (the "Objection"). I can testify to the facts stated in this Affirmation and set forth in the Objection in court if necessary on behalf of the Debtors.

3. Delphi Corporation ("Delphi") is one of the world's largest suppliers of automotive components and electronics. Across the globe, Delphi operates over 40 domestic and 160 foreign entities in approximately 40 countries, employing more than 185,000 employees worldwide.

4. In my present position, I have responsibility, on behalf of Delphi, as the on-site U.S. Comptroller for Rio Bravo Electricos, S.A. de C.V. and Alambrados y Circuitos Electricos, S.A. de C.V. subsidiary companies of Delphi both located in Mexico. In addition, I am responsible for financial approval to pay the invoice charges for the Shelter Plan Service Agreement with Offshore International, Inc. which includes analyzing payments made by the Debtor against the Shelter Agreement.

5. I am one of the people who has access to and custody of Delphi Automotive's business records (including access to electronically stored data) concerning Delphi Automotive's dealings with Offshore International, Inc. ("Offshore"). These records are kept in the ordinary course of Delphi Automotive's regularly conducted business activity, which is Delphi Automotive's customary practice. I have reviewed Delphi Automotive's files on

the Movants,<sup>1</sup> which leads me to the summary set forth below. All documents attached are true and correct copies of the business records described above. All facts set forth herein are either (a) facts of which I have personal knowledge; or (b) an accurate summary of Delphi Automotive's business records as described above.

6. On December 9, 2002, Offshore and Delphi Automotive entered into the Shelter Plan Service Agreement, as renewed by letter agreements dated November 23, 2004 and August 4, 2005 (the "Shelter Agreement"). *See* Exhibit 1.

7. Pursuant to the Shelter Agreement, Offshore provides certain services to facilitate Delphi Automotive's Mexican operations.

8. Maquilas Teta Kawi, S.A. de C.V. ("Maquilas") is not a party to the Shelter Agreement.

9. Delphi Automotive is not a party to any contract with Maquilas.

10. I affirm under penalty of perjury according to the laws of the United States that the foregoing statements are true and correct.

Executed this 30th day of March, 2006 in Juarez, Mexico

/s/ Hank Parisi

HANK PARISI

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<sup>1</sup> Capitalized terms which are not defined herein have the meaning set forth in the pre-fixed Objection to the Motion.